

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN PREPARED IN ACCORDANCE WITH STATUTORY PROVISIONS AND MAILED TO THE RESPECTIVE SHAREHOLDERS SEPARATELY. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE LATTER SHALL PREVAIL. THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

June 1, 2009

Notice of the 42nd Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 42nd Ordinary General Meeting of Shareholders (the "Meeting") will be held as follows, and we would be grateful if you could attend the Meeting.

If you are unable to attend the Meeting, you are entitled to vote in writing, or via our online voting website. Please refer to the meeting materials contained herein, indicate your approval or disapproval of the items to be resolved in this Meeting on the enclosed ballot form, sign or put your personal seal on the form, and return it to us by 5:35 p.m. on Thursday, June 18, 2009. As an alternative, you may exercise your voting rights on our designated voting website (<http://www.evotep.jp/>).

Yours faithfully,

Hisashi Ietsugu, President & CEO
SYSMEX CORPORATION
1-5-1, Wakinohama-Kaigandori,
Chuo-ku, Kobe, Hyogo Prefecture
651-0073, Japan

- 1. Date and Time:** Friday, June 19, 2009, at 10 a.m.
- 2. Venue:** "SHOUN" Room, 4th Floor, Kobe Seishin Oriental Hotel,
5-6-3, Kojidai, Nishi-ku, Kobe, Hyogo Prefecture, Japan
- 3. Agenda:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements for the 42nd fiscal year (from April 1, 2008 to March 31, 2009), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Board of Company Auditors.
 2. Non-consolidated Financial Statements for the 42nd fiscal year (from April 1, 2008 to March 31, 2009)
- Items to be resolved:**
- Bill No. 1:** Proposed Appropriation of Surplus
- Bill No. 2:** Proposed Partial Amendment to the Articles of Incorporation
- Bill No. 3:** Election of Eight (8) Directors

*** Note: If you are attending the meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.**

Reference Materials for the Shareholders' Meeting

Bill No. 1 Proposed Appropriation of Surplus

Issues related to the year-end dividend:

The Company's basic policy when determining dividends is to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance and dividend payout ratio.

Based on this policy, the Company would like to pay a year-end dividend as follows.

(1) Type of dividend

Cash

(2) The appropriation of dividends and its total amount

We propose a year-end dividend of 26 yen per share (total dividend amount 1,329,783,702 yen). Together with the interim dividend (24 yen per share), the annual dividend will be 50 yen per share.

(3) Effective date for dividend

June 22, 2009

Bill No. 2 Proposed Partial Amendment to the Articles of Incorporation

1. Reasons for the Amendment

- (1) Following the enforcement on January 5, 2009 of the Act for Partial Revision of the Act on Book-Entry Transfer of Company Bonds, etc. for Rationalization of Settlement System pertaining to Transactions of Shares, etc. (Act No. 88 of 2004; hereinafter referred to as the "Act for Rationalization of Settlement System"), which was promulgated on June 9, 2004, all shares of publicly listed companies have converted to book-entry shares (i.e., implementation of the electronic share certificate system).

Accordingly, the Company will make necessary amendments throughout the Articles of Incorporation, such as deleting provisions concerning share certificates, beneficial owners, and the beneficial owners register and creating necessary provisions in the Supplementary Provisions with respect to the register of lost share certificates, which must be prepared and maintained for one year from the date of the enforcement of the Act for Rationalization of Settlement System.

In accordance with Article 6, Paragraph 1 of the Supplementary Provisions of the Act for Rationalization of Settlement System, a resolution is deemed to have been made to amend the Articles of Incorporation to abrogate Article 7 (Issuance of Share Certificates) thereof effective on the date of the enforcement of the Act on January 5, 2009.

- (2) The Company amends Article 5 (Method of Public Notices) of the Articles of Incorporation adopting electronic public notices to improve the convenience of public notices and to rationalize the public notice process, and provides for an alternative measure in case electronic public notices cannot be provided due to inevitable causes.

2. Details of Amendment

The details of amendment are as follows:

(Underlined text represents changes)

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| <p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>(Method of Public Notices) Article 5. <u>Public notices of the Company shall be published in the Nihon Keizai Shimbun newspaper.</u></p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>(Issuance of Share Certificates) Article 7. <u>The Company shall issue share certificates for its shares.</u></p> <p>(Acquisition of Treasury Shares) Article 8. (Omitted)</p> <p>(Number of Shares Constituting one Unit (Tangen) and Non-Issuance of Share Certificate for Shares Constituting less than one Unit (Tangen)) Article 9. The number of shares of the Company that constitute one (1) unit (tangen) shall be one hundred (100) shares. 2. <u>The Company shall not issue any share certificates for shares constituting less than one (1) unit (tangen).</u></p> <p>(Additional Purchase of Shares Constituting less than One Unit (Tangen)) Article 10. Shareholders <u>(including beneficial owners; hereinafter the same)</u> who hold shares constituting less than one unit (tangen) may request the Company to sell them the number of shares which will result in their holding one (1) unit (tangen) together with the shares less than one unit (tangen) already held by such shareholders. 2. (Omitted)</p> | <p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>(Method of Public Notices) Article 5. <u>The method of public notices of the Company shall be electronic public notice.</u> <u>However, if public notice by electronic public notice cannot be made due to accidents or other inevitable causes, public notice shall be published in the Nihon Keizai Shimbun newspaper.</u></p> <p style="text-align: center;">CHAPTER II SHARES</p> <p style="text-align: center;">(Deleted)</p> <p>(Acquisition of Treasury Shares) Article 7. (Unchanged)</p> <p>(Number of Shares Constituting one Unit (Tangen)) Article 8. (Unchanged)</p> <p style="text-align: center;">(Deleted)</p> <p>(Additional Purchase of Shares Constituting less than One Unit (Tangen)) Article 9. Shareholders who hold shares constituting less than one unit (tangen) may request the Company to sell them the number of shares which will result in their holding one (1) unit (tangen) together with the shares less than one unit (tangen) already held by such shareholders. 2. (Unchanged)</p> |

| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| <p>(Manager of Shareholders Register) Article <u>11</u>. The Company shall appoint a manager of the shareholders register.</p> <p>2. The Board of Directors shall, by its resolution, select the manager of the shareholders register and the location of its handling office.</p> <p>3. The preparation, maintenance and other businesses related to the Company's shareholders register <u>(including the beneficial owners register; hereinafter the same)</u>, register of equity warrants <u>and register of lost share certificates</u> shall be entrusted to the manager of the shareholders register by the Company, and not be handled by the Company.</p> <p>Article <u>12</u> to Article <u>45</u> (Omitted)</p> <p>(Newly established)</p> | <p>(Manager of Shareholders Register) Article <u>10</u>. The Company shall appoint a manager of the shareholders register.</p> <p>2. The Board of Directors shall, by its resolution, select the manager of the shareholders register and the location of its handling office.</p> <p>3. The preparation, maintenance and other businesses related to the Company's shareholders register <u>and</u> register of equity warrants shall be entrusted to the manager of the shareholders register by the Company, and not be handled by the Company.</p> <p>Article <u>11</u> to Article <u>44</u> (Unchanged)</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1. The preparation, maintenance, and other business related to the Company's register of lost share certificates shall be entrusted to the manager of the shareholders register by the Company, and not be handled by the Company.</u></p> <p><u>Article 2. This and the previous Articles shall be effective until January 5, 2010, and shall be deleted at the end of that date.</u></p> |

Bill No. 3 Election of Eight (8) Directors

Since the terms of all Directors (8) will expire at the conclusion of the Meeting, we would like to ask you to elect eight (8) Directors.

The candidates for Directors are as follows:

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other organizations) | Number of Company shares held |
|------------------|--------------------------------------|--|-------------------------------|
| 1 | Hisashi Ietsugu (September 17, 1949) | September 1986 Director of the Company March 1990 Managing Director of the Company February 1996 Representative Managing Director of the Company April 1996 Representative Senior Managing Director of the Company June 1996 President and CEO of the Company (current) (Representation of other organizations) Chairman of the Japan Association of Clinical Reagents Industries | 84,100 |
| 2 | Kenichi Yukimoto (November 16, 1947) | February 1972 Joined the Company May 1988 Manager of Business Planning Division of the Company May 1990 Director, Manager of Business Planning Division of the Company April 1993 Director, Senior Manager of International Division of the Company June 1996 Managing Director of the Company April 1998 Senior Managing Director of the Company April 2005 Director, Senior Managing Officer of the Company (current) (Duties) Assistant to the President, CSR and Environmental Protection, Special Assignment to BIS Promotion | 34,800 |

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other organizations) | Number of Company shares held |
|------------------|--|--|-------------------------------|
| 3 | Masayoshi Hayashi (June 11, 1948) | <p>February 1972 Joined the Company</p> <p>April 1993 Manager of System Business Management Division of the Company</p> <p>April 1996 Manager of Business Management Division of the Company</p> <p>April 1997 Senior Manager of Business Management Division of the Company</p> <p>June 1997 Director, Senior Manager of Business Management Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2007 Director, Managing Officer of the Company (current)</p> <p>(Duties) Domestic Business Management, Eastern Japan Business Management, Western Japan Business Management, Academic Affairs, Customer Support</p> | 30,500 |
| 4 | Shigenori Ohigashi (February 16, 1949) | <p>February 1972 Joined the Company</p> <p>April 1992 Senior Manager of Product Development Division of the Company</p> <p>April 1997 Senior Manager of Development Division of the Company</p> <p>June 1997 Director, Senior Manager of Development Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) Quality Assurance, SCM, Production Control, Device Production</p> | 20,800 |

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other organizations) | Number of Company shares held |
|------------------|-----------------------------------|--|-------------------------------|
| 5 | Yukio Nakajima (July 30, 1950) | <p>April 1973 Joined the Company</p> <p>April 1996 Manager of Business Planning Division of the Company</p> <p>April 1997 Senior Manager of Business Planning Division of the Company</p> <p>June 1999 Director, Senior Manager of Business Planning Division of the Company</p> <p>April 2005 Director, Executive Officer, Senior Manager of Business Planning Division of the Company</p> <p>April 2007 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) Business Planning, Business Administration, HR/General Affairs, Secretary's Office</p> | 19,100 |
| 6 | Koji Tamura (October 9, 1951) | <p>September 1990 Joined the Company</p> <p>June 1996 Senior Manager of International Division of the Company</p> <p>June 2001 Director, Senior Manager of International Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) IVD Business Strategy, Life Science Business Strategy, Scientific Instrumentation Business</p> | 11,500 |
| 7 | Kazuya Obe (August 25, 1955) | <p>April 1991 Joined the Company</p> <p>April 1996 President of Toa Medical Electronics (Europe) GmbH (present Sysmex Europe GmbH)</p> <p>April 2001 Assistant Manager of International Division</p> <p>April 2005 Executive Officer, President of Sysmex America, Inc.</p> <p>April 2009 Executive Officer of the Company (current)</p> <p>(Duties) International Business</p> | 5,400 |

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other organizations) | Number of Company shares held |
|------------------|-------------------------------------|--|-------------------------------|
| 8 | Mitsuru Watanabe (June 24, 1956) | April 1980 Joined the Company April 2003 Senior Manager of New Business Division of the Company April 2005 Executive Officer, Senior Manager of R&D Planning Division of the Company April 2009 Executive Officer of the Company (current) (Duties) R&D Planning, Intellectual Property, Central Research Institute, Diagnosis System Development, Diagnostic Agent Development, Life Science Business Strategy (Assistant) | 12,300 |

Note: There is no special interest between the candidates and the Company.